

MAJORITY VOTE OF THE ENTIRE BOARD OF DIRECTORS OF ANY CORPORATION PARTY TO THE ARTICLES, OR BY MAJORITY VOTE OF THE ENTIRE BOARD OF TRUSTEES OF ANY BUSINESS TRUST PARTY TO THE ARTICLES.

(2) IF THE ARTICLES OF MERGER HAVE BEEN FILED WITH THE DEPARTMENT, NOTICE OF THE ABANDONMENT SHALL BE GIVEN PROMPTLY TO THE DEPARTMENT.

(3) (I) IF THE PROPOSED MERGER IS ABANDONED AS PROVIDED IN THIS SUBSECTION, NO LEGAL LIABILITY ARISES UNDER THE ARTICLES OF MERGER.

(II) AN ABANDONMENT DOES NOT PREJUDICE THE RIGHTS OF ANY PERSON UNDER ANY OTHER CONTRACT MADE BY A LIMITED PARTNERSHIP, CORPORATION, OR BUSINESS TRUST PARTY TO THE PROPOSED ARTICLES OF MERGER IN CONNECTION WITH THE PROPOSED MERGER.

(F) EACH LIMITED PARTNER OF A LIMITED PARTNERSHIP OBJECTING TO A MERGER OF THE LIMITED PARTNERSHIP HAS THE SAME RIGHTS WITH RESPECT TO ITS PARTNERSHIP INTEREST AS AN OBJECTING STOCKHOLDER OF A MARYLAND CORPORATION HAS WITH RESPECT TO ITS STOCK UNDER TITLE 3, SUBTITLE 2 OF THIS ARTICLE. THE PROCEDURES UNDER THAT SUBTITLE SHALL BE APPLICABLE TO THE EXTENT PRACTICABLE.

(G) (1) THE DEPARTMENT SHALL PREPARE CERTIFICATES OF MERGER THAT SPECIFY:

(I) THE NAME OF EACH PARTY TO THE ARTICLES OF MERGER;

(II) THE NAME OF THE SUCCESSOR AND THE LOCATION OF ITS PRINCIPAL OFFICE IN THE STATE OR, IF IT HAS NONE, ITS PRINCIPAL PLACE OF BUSINESS; AND

(III) THE TIME THE ARTICLES OF MERGER ARE ACCEPTED FOR RECORD BY THE DEPARTMENT.

(2) IN ADDITION TO ANY OTHER PROVISION OF LAW WITH RESPECT TO RECORDING, THE DEPARTMENT SHALL SEND ONE OF THE CERTIFICATES OF MERGER TO THE CLERK OF THE CIRCUIT COURT OF EACH COUNTY IN THE STATE WHERE:

(I) THE PRINCIPAL OFFICE OF A MERGING LIMITED PARTNERSHIP, CORPORATION, OR BUSINESS TRUST IS LOCATED; AND

(II) THE ARTICLES OF MERGER SHOW THAT A MERGING LIMITED PARTNERSHIP, CORPORATION, OR BUSINESS TRUST OTHER THAN THE SUCCESSOR OWNS AN INTEREST IN LAND.

(3) ON RECEIPT OF THE CERTIFICATE OF MERGER, THE CLERK PROMPTLY SHALL RECORD IT WITH: